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WILMER, CUTLER & PICKERING

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FACSIMILE 011 3221 285-4949

FRIEDRICHSTRASSE 95  
D-10117 BERLIN  
TELEPHONE 011 49301 2022-6400  
FACSIMILE 011 49301 2022-6500

November 27, 2001

BY HAND DELIVERY

Ms. Dorothy Beard  
Chief, Docket Section  
U.S. Department of Transportation  
400 Seventh Street, S.W.  
Room PL-401  
Washington, D.C. 20590

OST-01-11029-10  
OST-01-10575-22  
OST-01-10576-12

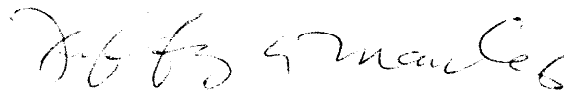
Re: U.S.-U.K. Alliance Case (Docket OST-01-11029); Joint Application of United Air Lines, Inc., British Midland Airways Limited, Austrian Airlines, Österreichische Luftverkehrs AG, Lauda Air Luftfahrt AG, Deutsche Lufthansa AG, and Scandinavian Airlines System (Docket OST-01-10575); Joint Application of United Air Lines, Inc. and British Midland Airways Limited (Docket OST-01-10576)

DEPT OF TRANSPORTATION  
NOV 27 PM 3:51

Dear Ms. Beard:

Enclosed for filing in the above referenced proceedings are originals and seven copies of confidentiality affidavits on behalf of United Air Lines, Inc. Copies of this letter and the enclosed affidavits have been served on all parties listed on the attached Service List.

Respectfully submitted,



Jeffrey A. Manley  
Counsel for United Air Lines, Inc.

Enclosures

cc: All persons on the attached Service List

DEPT. OF TRANSPORTATION  
HOCKETS  
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Docket OST-01-11029

Docket OST-01-10575

**Docket OST-01-10576**

SS:

1. I am a partner with the law firm of Wilmer, Cutler & Pickering, which is representing United Air Lines, Inc. in the captioned proceeding.

2. United Air Lines has a direct and substantial interest in the matters at issue in the captioned proceeding.

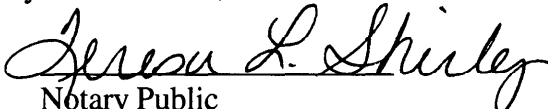
3. I have a need to examine certain information made available by parties in this proceeding, which is or may be deemed to be confidential.

4. I will use the confidential information filed in this proceeding only for the purpose of participating in this proceeding.

5. I will not disclose the confidential information filed in this proceeding to any person who has not executed a confidentiality affidavit in Dockets OST-01-11029, OST-01-10575/76, or OST-01-10387/88.

  
JEFFREY A. MANLEY

Subscribed and sworn to this 27 day of November, 2001.

  
Notary Public

My commission expires:

April 30, 2006

**BEFORE THE  
DEPARTMENT OF TRANSPORTATION  
WASHINGTON D.C.**

DEPT. OF TRANSPORTATION  
DOCKETS  
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U.S.-U.K. ALLIANCE CASE )  
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**Docket OST-01-11029**

\_\_\_\_\_  
Joint Application of )  
\_\_\_\_\_) )

UNITED AIR LINES, INC., )  
BRITISH MIDLAND AIRWAYS LIMITED, )  
AUSTRIAN AIRLINES, ÖSTERREICHISCHE )  
LUFTVERKEHRS AG, )  
LAUDA AIR LUFTFAHRT AG, )  
DEUTSCHE LUFTHANSA AG, )  
and )  
SCANDINAVIAN AIRLINES SYSTEM )  
\_\_\_\_\_)

**Docket OST-01-10575**

under 49 U.S.C. §§ 41308 and 41309 for approval and )  
antitrust immunity for an Alliance Expansion Agreement )  
and an Amended Coordination Agreement )  
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\_\_\_\_\_  
Joint Application of )  
\_\_\_\_\_) )

UNITED AIR LINES, INC. )  
and )  
BRITISH MIDLAND AIRWAYS LIMITED )  
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**Docket OST-01-10576**

under 14 C.F.R. Part 212 for statements of authorization )  
(blanket code sharing) and under 49 U.S.C. § 40109 for )  
related exemption authority )  
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**AFFIDAVIT**

City of Washington )  
 ) ss:  
District of Columbia )

BRUCE H. RABINOVITZ, being duly sworn, deposes and says:

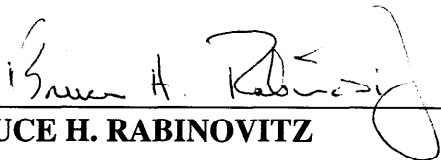
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2. United Air Lines has a direct and substantial interest in the matters at issue in the captioned proceeding.

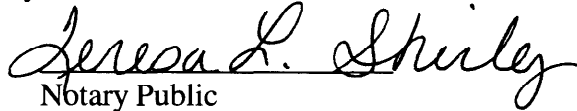
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**BRUCE H. RABINOVITZ**

Subscribed and sworn to this 27 day of November, 2001.

  
Notary Public

My commission expires:

April 30, 2006

**BEFORE THE  
DEPARTMENT OF TRANSPORTATION  
WASHINGTON D.C.**

DEPT. OF TRANSPORTATION  
DOCKETS

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**U.S.-U.K. ALLIANCE CASE**  
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**Docket OST-01-11029**

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Joint Application of  
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**UNITED AIR LINES, INC.,**  
**BRITISH MIDLAND AIRWAYS LIMITED,**  
**AUSTRIAN AIRLINES, ÖSTERREICHISCHE**  
**LUFTVERKEHRS AG,**  
**LAUDA AIR LUFTFAHRT AG,**  
**DEUTSCHE LUFTHANSA AG,**  
**and**  
**SCANDINAVIAN AIRLINES SYSTEM**  
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**Docket OST-01-10575**

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under 49 U.S.C. §§ 41308 and 41309 for approval and  
antitrust immunity for an Alliance Expansion Agreement  
and an Amended Coordination Agreement  
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\_\_\_\_\_  
Joint Application of  
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**UNITED AIR LINES, INC.**  
**and**  
**BRITISH MIDLAND AIRWAYS LIMITED**  
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**Docket OST-01-10576**

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under 14 C.F.R. Part 212 for statements of authorization  
(blanket code sharing) and under 49 U.S.C. § 40109 for  
related exemption authority  
\_\_\_\_\_

**AFFIDAVIT**

City of Washington )

District of Columbia )

) ss:

CATHLEEN P. PETERSON, being duly sworn, deposes and says:

1. I am an attorney with the law firm of Wilmer, Cutler & Pickering, which is representing United Air Lines, Inc. in the captioned proceeding.

2. United Air Lines has a direct and substantial interest in the matters at issue in the captioned proceeding.

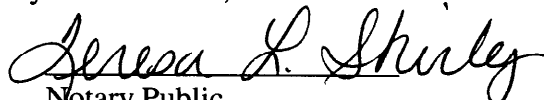
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5. I will not disclose the confidential information filed in this proceeding to any person who has not executed a confidentiality affidavit in Dockets OST-01-11029, OST-01-10575/76, or OST-01-10387/88.

  
CATHLEEN P. PETERSON

Subscribed and sworn to this 27 day of November, 2001.

  
Notary Public

My commission expires:

April 30, 2006

**BEFORE THE  
DEPARTMENT OF TRANSPORTATION  
WASHINGTON D.C.**

DEPT. OF TRANSPORTATION  
DOCKET  
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**U.S.-U.K. ALLIANCE CASE** ) **Docket OST-01-11029**  
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Joint Application of )  
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**UNITED AIR LINES, INC.,** )  
**BRITISH MIDLAND AIRWAYS LIMITED,** )  
**AUSTRIAN AIRLINES, ÖSTERREICHISCHE** )  
**LUFTVERKEHRS AG,** )  
**LAUDA AIR LUFFFAHRT AG,** ) **Docket OST-01-10575**  
**DEUTSCHE LUFTHANSA AG,** )  
**and** )  
**SCANDINAVIAN AIRLINES SYSTEM** )  
\_\_\_\_\_)  
under 49 U.S.C. §§ 41308 and 41309 for approval and )  
antitrust immunity for an Alliance Expansion Agreement )  
and an Amended Coordination Agreement )  
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Joint Application of )  
\_\_\_\_\_)  
**UNITED AIR LINES, INC.** )  
**and** ) **Docket OST-01-10576**  
**BRITISH MIDLAND AIRWAYS LIMITED** )  
\_\_\_\_\_)  
under 14 C.F.R. Part 212 for statements of authorization )  
(blanket code sharing) and under 49 U.S.C. § 40109 for )  
related exemption authority )  
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**AFFIDAVIT**

City of Washington )  
 )  
District of Columbia ) **ss:**

DAVID HEFFERNAN, being duly sworn, deposes and says:

1. I am an attorney with the law firm of Wilmer, Cutler & Pickering, which is representing United Air Lines, Inc. in the captioned proceeding.



2. United Air Lines has a direct and substantial interest in the matters at issue in the captioned proceeding.

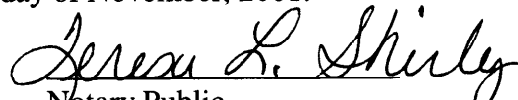
3. I have a need to examine certain information made available by parties in this proceeding, which is or may be deemed to be confidential.

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5. I will not disclose the confidential information filed in this proceeding to any person who has not executed a confidentiality affidavit in Dockets OST-01-11029, OST-01-10575/76, or OST-01-10387/88.

  
\_\_\_\_\_  
**DAVID HEFFERNAN**

Subscribed and sworn to this 27 day of November, 2001.

  
\_\_\_\_\_  
Notary Public

My commission expires:

April 30, 2006

**BEFORE THE  
DEPARTMENT OF TRANSPORTATION  
WASHINGTON D.C.**

DEPT. OF TRANSPORTATION  
DOCKETS

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**U.S.-U.K. ALLIANCE CASE**  
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**Docket OST-01-11029**

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Joint Application of  
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**UNITED AIR LINES, INC.,**  
**BRITISH MIDLAND AIRWAYS LIMITED,**  
**AUSTRIAN AIRLINES, ÖSTERREICHISCHE**  
**LUFTVERKEHRS AG,**  
**LAUDA AIR LUTFAHRT AG,**  
**DEUTSCHE LUFTHANSA AG,**  
**and**  
**SCANDINAVIAN AIRLINES SYSTEM**  
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**Docket OST-01-10575**

under 49 U.S.C. §§ 41308 and 41309 for approval and  
antitrust immunity for an Alliance Expansion Agreement  
and an Amended Coordination Agreement  
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Joint Application of  
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**UNITED AIR LINES, INC.**  
**and**  
**BRITISH MIDLAND AIRWAYS LIMITED**  
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**Docket OST-01-10576**

under 14 C.F.R. Part 212 for statements of authorization  
(blanket code sharing) and under 49 U.S.C. § 40109 for  
related exemption authority  
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**AFFIDAVIT**

City of Washington )

)  
District of Columbia )

ss:

MAREN LEE MATAL, being duly sworn, deposes and says:

1. I am an attorney with the law firm of Wilmer, Cutler & Pickering, which is representing United Air Lines, Inc. in the captioned proceeding.

2. United Air Lines has a direct and substantial interest in the matters at issue in the captioned proceeding.

3. I have a need to examine certain information made available by parties in this proceeding, which is or may be deemed to be confidential.

4. I will use the confidential information filed in this proceeding only for the purpose of participating in this proceeding.

5. I will not disclose the confidential information filed in this proceeding to any person who has not executed a confidentiality affidavit in Dockets OST-01-11029, OST-01-10575/76, or OST-01-10387/88.

Maren Lee Matal  
MAREN LEE MATAL

Subscribed and sworn to this 27 day of November, 2001.

Jerena L. Shirley  
Notary Public

My commission expires:

April 30, 2006

BEFORE THE  
DEPARTMENT OF TRANSPORTATION  
WASHINGTON D.C.

DEPT. OF TRANSPORTATION  
DOCKETS

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U.S.-U.K. ALLIANCE CASE

Docket OST-01-11029

Joint Application of

UNITED AIR LINES, INC.,  
BRITISH MIDLAND AIRWAYS LIMITED,  
AUSTRIAN AIRLINES, ÖSTERREICHISCHE  
LUFTVERKEHRS AG,  
LAUDA AIR LUFTFAHRT AG,  
DEUTSCHE LUFTHANSA AG,  
and  
SCANDINAVIAN AIRLINES SYSTEM

Docket OST-01-10575

under 49 U.S.C. §§ 41308 and 41309 for approval and  
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Joint Application of

UNITED AIR LINES, INC.  
and  
BRITISH MIDLAND AIRWAYS LIMITED

Docket OST-01-10576

under 14 C.F.R. Part 212 for statements of authorization  
(blanket code sharing) and under 49 U.S.C. § 40109 for  
related exemption authority

AFFIDAVIT

City of Washington

District of Columbia

ss:

PATRICIA M. BYRNE, being duly sworn, deposes and says:

1. I am an attorney with the law firm of Wilmer, Cutler & Pickering, which  
is representing United Air Lines, Inc. in the captioned proceeding.

2. United Air Lines has a direct and substantial interest in the matters at issue in the captioned proceeding.

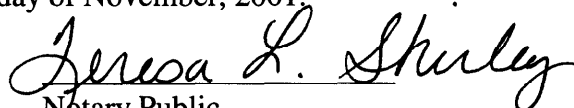
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PATRICIA M. BYRNE

Subscribed and sworn to this 27 day of November, 2001.

  
Teresa L. Shirley  
Notary Public

My commission expires:

April 30, 2006

**BEFORE THE  
DEPARTMENT OF TRANSPORTATION  
WASHINGTON D.C.**

DEPT. OF TRANSPORTATION  
DOCKETS

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U.S.-U.K. ALLIANCE CASE  
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**Docket OST-01-11029**

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Joint Application of  
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UNITED AIR LINES, INC.,  
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AUSTRIAN AIRLINES, ÖSTERREICHISCHE  
LUFTVERKEHRS AG,  
LAUDA AIR LUFTFAHRT AG,  
DEUTSCHE LUFTHANSA AG,  
and  
SCANDINAVIAN AIRLINES SYSTEM  
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**Docket OST-01-10575**

under 49 U.S.C. §§ 41308 and 41309 for approval and  
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UNITED AIR LINES, INC.  
and  
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under 14 C.F.R. Part 212 for statements of authorization  
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related exemption authority  
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**AFFIDAVIT**

City of Washington )

District of Columbia )

) ss:

CARYN P. GARVIN, being duly sworn, deposes and says:

1. I am an Aviation Specialist with the law firm of Wilmer, Cutler & Pickering, which is representing United Air Lines, Inc. in the captioned proceeding.

2. United Air Lines has a direct and substantial interest in the matters at issue in the captioned proceeding.

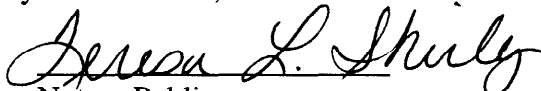
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CARYN P. GARVIN

Subscribed and sworn to this 27 day of November, 2001.

  
Notary Public

My commission expires:

April 30, 2006

**BEFORE THE  
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WASHINGTON D.C.**

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**Docket OST-01-11029**

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Joint Application of  
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UNITED AIR LINES, INC.,  
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BRITISH MIDLAND AIRWAYS LIMITED  
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under 14 C.F.R. Part 212 for statements of authorization  
(blanket code sharing) and under 49 U.S.C. § 40109 for  
related exemption authority  
\_\_\_\_\_

**AFFIDAVIT**

City of Washington )

District of Columbia )

) ss:

MATTHEW SCEVOLE DE CAZOTTE, being duly sworn, deposes and says:

1. I am an Aviation Analyst with the law firm of Wilmer, Cutler & Pickering, which is representing United Air Lines, Inc. in the captioned proceeding.



2. United Air Lines has a direct and substantial interest in the matters at issue in the captioned proceeding.

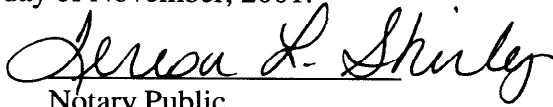
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\_\_\_\_\_  
**MATTHEW SCEVOLE DE CAZOTTE**

Subscribed and sworn to this 27 day of November, 2001.

  
\_\_\_\_\_  
Notary Public

My commission expires:

April 30, 2006

Megan Rae Rosia  
Managing Director, Government Affairs  
& Associate General Counsel  
Northwest Airlines, Inc.  
901 15th Street, N.W., Suite 310  
Washington, D.C. 20005

USTRanscom/TCJ5-AA  
Attention: Air Mobility Analysis  
508 Scott Drive  
Scott AFB, IL 62225-5357

Carl B. Nelson, Jr.  
Associate General Counsel  
American Airlines, Inc.  
1101 Seventeenth Street, N.W.  
Suite 600  
Washington, D.C. 20036

Roger W. Fones  
Chief, Transportation, Energy &  
Agriculture Section, Antitrust Division  
U.S. Department of Justice  
325 Seventh Street, N.W.  
Suite 500  
Washington, D.C. 20530

Simon Knight  
First Secretary (Transport)  
British Embassy  
3100 Massachusetts Avenue, N.W.  
Washington, D.C. 20008

Joanne Young  
For America West Airlines  
Baker & Hostetler  
1050 Connecticut Avenue, N.W.  
Suite 1100  
Washington, D.C. 20036

Director of Flight Standards  
Federal Aviation Administration  
800 Independence Avenue, S.W.  
Washington, D.C. 20591

Brian Hunt  
General Counsel  
American Trans Air  
P.O. Box 51609  
Indianapolis, IN 46251-0609

John L. Richardson  
For Amerijet  
Crispin & Brenner, PLLC  
1156 Fifteenth Street, N.W.  
Suite 1105  
Washington, D.C. 20005

Robert D. Papkin  
Marshall S. Sinick  
Squire, Sanders & Dempsey  
1201 Pennsylvania Avenue, N.W.  
Suite 500  
Washington, D.C. 20004

Jonathan Blank  
Partner  
Preston Gates Ellis & Rouvelas Meeds  
1735 New York Avenue, N.W.  
Suite 500  
Washington, D.C. 20006

Robert E. Cohn  
Alexander Van der Bellen  
Shaw Pittman  
2300 N Street, N.W.  
Washington, D.C. 20037

John R. Byerly  
Deputy Asst. Secretary for  
Transportation Affairs  
Department of State  
2201 C Street, N.W.  
Suite 5531  
Washington, D.C. 20520

Lorraine B. Halloway  
For Emery Worldwide  
Crowell & Moring LLP  
1001 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004

Nathaniel P. Breed, Jr.  
For Federal Express  
Shaw Pittman  
2300 N Street, N.W.  
Washington, D.C. 20037

Hugh M. Ford  
General Manager, Legal  
Virgin Atlantic Airways Limited  
The Office, Manor Royal  
Crawley RH10 2NU  
United Kingdom

Michael Goldman  
Silverberg Goldman & Bikoff, L.L.P.  
1101 30th Street, N.W.  
Suite 120  
Washington, D.C. 20007

David Vaughan  
For UPS  
Kelley, Drye & Warren  
1200 Nineteenth Street, N.W., Suite 500  
Washington, D.C. 20036

Donald T. Bliss  
For USAirways  
O'Melveny & Myers  
555 Thirteenth Street, N.W.  
Washington, D.C. 20004-1109

R. Bruce Keiner  
Crowell & Moring  
1001 Pennsylvania Avenue, N.W.  
Suite 1100  
Washington, D.C. 20004

Stephen H. Lachter  
For DHL  
Law Offices of Stephen H. Lachter  
1150 Connecticut Avenue, N.W.  
Suite 900  
Washington, D.C. 20036

Richard Taylor  
For Evergreen International Airlines and  
The St. Louis Parties  
Steptoe & Johnson  
1330 Connecticut Avenue, N.W.  
Washington, D.C. 20036

Julie Sorenson Sande  
Manager, Contract and Regulatory  
Affairs  
World Airways  
HLH Building  
101 World Drive  
Peachtree City, GA 30629

Kevin Borland  
Polar Air Cargo, Inc.  
1201 Connecticut Avenue, N.W.  
6th Floor  
Washington, D.C. 20036

William Evans  
Verner, Liipfert, Bernhard, McPherson  
and Hand  
901 Fifteenth Street, N.W.  
Suite 700  
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